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ADDENDUM TO PURCHASE AND SALE AGREEMENT

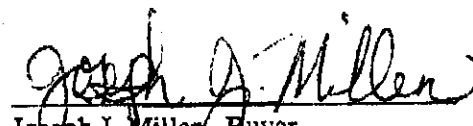
The parties, HOMEBASE PROPERTIES, LLC, and JOSEPH J. MILLER, hereby agree that given the fact the liquor license associated with the premises located at 1525 West Housatonic Street, Pittsfield, Massachusetts, is owned by a separate corporation, BPB, LLC, said corporation shall be a party to this Purchase and Sales Agreement.

Executed on this 28th day of August, 2003.


Joseph Breault - Seller


Frank R. Penna - Seller


Dennis C. Barry - Seller


Joseph J. Miller - Buyer

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EXTENSION AGREEMENT

We, the undersigned attorneys for the parties, BPB, LLC, HOMEBASE PROPERTIES, LLC, and JOSEPH J. MILLER, hereby agree that an extension shall be given with regard to the property in question, 1525 West Housatonic Street, Pittsfield, Massachusetts, and a closing regarding said property will commence on or before October 15, 2003.

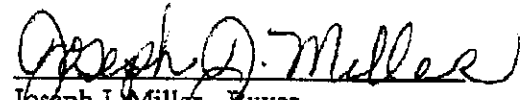
The purpose of this extension is to allow adequate time for the approval of the liquor license transfer between the holder of the liquor license, BPB, LLC, and JOSEPH J. MILLER d/b/a/ NIRVANA.

The parties further agree that in the event that the City of Pittsfield or the Alcoholic Beverages Control Commission fails to approve or deny the liquor license transfer on or before October 15, 2003, further reasonable extensions will be made to accommodate the successful transfer of the liquor license.

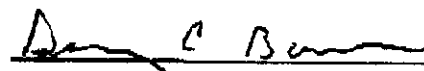
All terms and conditions of the Purchase and Sale Agreement shall remain in affect.

Executed on this 28th day of August, 2003.


Joseph Breault - Seller


Joseph J. Miller - Buyer


Frank R. Penna - Seller


Dennis C. Barry - Seller

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November 7, 2003

J. Peri Campoli, Esq.
Campoli & Campoli, P.C.
27 Willis Street
P. O. Box 1384
Pittsfield, MA 01201

Re: Demand for Return of Deposit under Purchase and Sale Agreement between Homebase Properties, LLC (and BPB, LLC) and Joseph J. Miller

Dear Peri:

Donovan & O'Connor, LLP represents Joseph J. Miller of Somers, Connecticut, with respect to that certain Purchase and Sale Agreement between Homebase Properties, LLC (hereinafter "Homebase") and Joseph J. Miller, dated May 7, 2003, as amended to include BPB, LLC (hereinafter "BPB") as a party to the agreement on August 28, 2003.

Mr. Miller hereby demands the return of his deposit money in the amount of \$16,500 as a result of Homebase and BPB's failure to timely fulfill a condition precedent to the performance of the agreement, to wit, the timely obtaining of approval for the transfer of the liquor license for the premises that forms the subject matter of the agreement, the former "Munchies" restaurant facility at 1525 West Housatonic Street, Pittsfield, and their failure to timely close the sale, both of which events were to have occurred on or before October 15, 2003.

It is our understanding that time was to be of the essence to the performance of the agreement, and that while one extension had been allowed, from September 1, 2003 to October 15, 2003, for Homebase and BPB to fulfill the contingencies to the agreement, no further extensions were granted by Mr. Miller. Counsel for Mr. Miller was only apprised by the Pittsfield Licensing Board, well after the passing of the closing date, that the license transfer had been approved.

J. Peri Campoli, Esq.
November 7, 2003
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We request that RE/MAX Integrity Realtors, Inc. be directed to forthwith release these funds to Mr. Miller, care of the undersigned.

Very truly yours,

DONOVAN & O'CONNOR, LLP

A handwritten signature in black ink, appearing to read 'DJR', is written over the firm name.

Douglas J. Rose

DJR:sld

cc: Mr. Ed Arasimowicz

bc: Mr. Gennaro Gallo
Mr. Joseph J. Miller